

CPP ANNUAL USE OF CAPITAL SURVEY - 2010



NAME OF INSTITUTION

(Include Holding Company Where Applicable)

Goldwater Bank, N.A.

Point of Contact:	Robert Simpson, V.P.	RSSD: (For Bank Holding Companies)	0
UST Sequence Number:	545	Docket Number: (For Thrift Holding Companies)	
CPP/CDCI Funds Received:	2,568,000	FDIC Certificate Number: (For Depository Institutions)	58405
CPP/CDCI Funds Repaid to Date:		Credit Union Charter Number: (For Credit Unions)	
Date Funded (first funding):	January 30, 2009	City:	Scottsdale
Date Repaid ¹ :	N/A	State:	Arizona

¹If repayment was incremental, please enter the most recent repayment date.

American taxpayers are quite interested in knowing how banks have used the money that Treasury has invested under the Capital Purchase Program (CPP) and Community Development Capital Initiative (CDCI). To answer that question, Treasury is seeking responses that describe generally how the CPP/CDCI investment has affected the operation of your business. We understand that once received, the cash associated with TARP funding is indistinguishable from other cash sources, unless the funds were segregated, and therefore it may not be feasible to identify precisely how the CPP/CDCI investment was deployed or how many CPP/CDCI dollars were allocated to each use. Nevertheless, we ask you to provide as much information as you can about how you have used the capital Treasury has provided, and how your uses of that capital have changed over time. Treasury will be pairing this survey with a summary of certain balance sheet and other financial data from your institution's regulatory filings, so to the extent you find it helpful to do so, please feel free to refer to your institution's quarterly call reports to illustrate your answers. This is your opportunity to speak to the taxpayers in your own words, which will be posted on our website.

What specific ways did your institution utilize CPP/CDCI capital? Check all that apply and elaborate as appropriate, especially if the uses have shifted over time. Your responses should reflect actions taken over the past year (or for the portion of the year in which CPP/CDCI funds were outstanding).

☒ **Increase lending or reduce lending less than otherwise would have occurred.**

A portion of the CPP funds received were used to leverage the capital of the Bank to increase the loan portfolio.

☒ **To the extent the funds supported increased lending, please describe the major type of loans, if possible (residential mortgage loans, commercial mortgage loans, small business loans, etc.).**

At the time CPP funds were received total loans were \$71MM with \$23MM in residential real estate and \$29MM in commercial real estate. By 7/31/09, six months later, total loans were \$119MM with \$35MM in residential real estate and \$34MM in commercial real estate.

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☐ Increase securities purchased (ABS, MBS, etc.).

☐ Make other investments.

☒ Increase reserves for non-performing assets.

A portion of the CPP funds were used to increase the Bank's loan loss reserve, not based upon any specific loans, but due to the current weakness in the local economy at that time. At the time CPP funds were received, the loan loss reserve increased from 1.58% to 2.43% of total loans.

☐ Reduce borrowings.

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☐ Increase charge-offs.

☒ Purchase another financial institution or purchase assets from another financial institution.

On 6/1/09, the Bank purchased an 80% membership interest in Affiliated Financial Group, LLC.

☐ Held as non-leveraged increase to total capital.

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What actions were you able to avoid because of the capital infusion of CPP/CDCI funds?

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What actions were you able to take that you may not have taken without the capital infusion of CPP/CDCI funds?

Through the integration of Affiliated Financial Group, LLC (a mortgage banking firm founded in 1993) into the operations of Goldwater Bank, N.A., the Bank receives interest and fees on loans for the time they are held before sale to a third party investor. The acquisition of the Bank's 80% membership interest in AFG has proven profitable to the Bank.

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Please describe any other actions that you were able to undertake with the capital infusion of CPP/CDCI funds.